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July 25, 2000

RECORDATION NO. 6937-C FILED

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

JUL 26 '00 3-21 PM

<sup>TS</sup>  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale dated as of December 31, 1987, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease which was previously filed with the Commission under Recordation Number 6937.

The names and addresses of the parties to the enclosed document are:

Lessor/Seller: Central Bank  
1956 Webster Street  
Oakland, CA 96412

[Lessee/Buyer: Canadian National Railway Company]

A description of the railroad equipment covered by the enclosed document is:

39 flatcars within the series CNA 750200 - CNA 750238

Mr. Vernon A. Williams  
July 25, 2000  
Page Two

A short summary of the document to appear in the index follows:

Bill of Sale from Central Bank, Lessor/Seller, to Canadian National Railway Company, Lessee/Buyer, covering 39 flatcars within the series CNA 750200 - CNA 750238.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

EXHIBIT A

RECORDATION NO. 6937-C FILED

BILL OF SALE

JUL 26 '00

3-21 PM

SURFACE TRANSPORTATION BOARD

Central Bank, as Lessor (hereinafter called the "Seller"), for valuable consideration paid by Canadian National Railway Company (hereinafter called the "Buyer"), at or before the execution and delivery of these presents, the receipt and sufficiency of which is hereby acknowledged, does hereby grant, sell, transfer and set over unto Buyer, its successors and assigns, the property described in Schedule A attached hereto.

TO HAVE AND TO HOLD the above described property unto the Buyer, its successors and assigns, for its and their own use and behoof, forever.

And the Seller hereby warrants unto the Buyer, its successors and assigns that, as of the date hereof, the Seller has legal title to the aforesaid property and good and lawful right to dispose of said property, and the Seller, for itself, its successors and assigns, covenants that it will warrant and defend such title against all claims and demands whatsoever.

The Seller further warrants that the aforesaid property is free and clear of all claims, liens, security interests and other encumbrances of record by or in favor of any person claiming by, through or under the Seller other than such claims, liens, security interests and other encumbrances which are the responsibility of the Buyer in its capacity as Lessee under the Lease as defined in the Option Agreement referred to below.

THE AFORESAID PROPERTY IS BEING SOLD HEREIN ON AN "AS IS, WHERE IS" BASIS AND "WITH ALL FAULTS." THE SELLER MAKES NO OTHER WARRANTY, EITHER EXPRESS OR IMPLIED, INCLUDING ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, AND EXPRESSLY DISCLAIMS LIABILITY FOR LOST PROFIT OR FOR INDIRECT, INCIDENTAL, CONSEQUENTIAL, OR COMMERCIAL LOSSES AND ALL OTHER OBLIGATIONS OR LIABILITIES.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name by a duly authorized representative on this 31st day of December, 1987.

CENTRAL BANK

By: 

Title: Vice President, Financial Control

## SCHEDULE A

### EQUIPMENT SCHEDULE

<u>Quantity</u>	<u>Type</u>	<u>Serial Numbers</u>
39	89'4" 70-Ton Flush Deck Flatcars	CNA 750200-750238

*MST*

CANADA

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TO ALL WHOM THESE PRESENTS

PROVINCE OF QUEBEC

)

MAY COME, BE SEEN OR KNOWN

JUDICIAL DISTRICT  
OF MONTREAL

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I, JOHN A.N. LAMONT, a Commissioner for Oaths in and for the Province of Quebec, by the authority thereof duly appointed, residing in the City of Montreal, in the District of Montreal, in the said Province, DO HEREBY CERTIFY that the paper writing, unto which this certificate is annexed, is a true and correct copy of a **BILL OF SALE executed by Central Bank on December 31, 1987 in favour of Canadian National Railway Company**, the same having been compared by me with the original document, an act whereof being requested I have granted under my hand and seal of office to serve and avail as occasion shall or may require.

DATED at Montreal, Quebec this 18th day of July, 2000.



A Commissioner for Oaths in and  
for all judicial districts of the  
Province of Quebec, Canada

My Commission expires: September 14, 2001

Seal: JOHN LAMONT  
Commissioner for Oaths  
Commissaire à l'Assermentation  
Province of Quebec  
Expires September 14, 1995 2-001